

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors)	Objection Deadline: May 29, 2003 at 4:00 p.m. Hearing Date: TBD only if necessary

**SUMMARY APPLICATION OF WOODCOCK WASHBURNS FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W.R. GRACE & CO., ET AL., FOR THE FIRST MONTHLY
INTERIM PERIOD, FROM JANUARY 1, 2003 THROUGH JANUARY 31, 2003
FOR THE FIRST QUARTER OF JANUARY - MARCH, 2003**

Name of Applicant:	<u>Woodcock Washburn LLP</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered January 27, 2003</u>
Period for which compensation and reimbursement is sought	<u>January 1, 2003, through January 31, 2003</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$11,423.25</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$184.10</u>

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses of the month of January 2003. This is the first monthly application for interim compensation of services for the January – March 2003 quarter that has been filed with the Bankruptcy Court.

All fees and expenses for which compensation is sought in this application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: representation of Debtor to intervene as a defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc.*, civil action 2:02CV408JM, pending in the United States District Court for the Northern District of Indiana. Except for the fees specifically identified as “Fee Applications, Applicant,” totaling \$348.00, all fees and expenses for which reimbursement is sought were in the category “Litigation and Litigation Consulting” in the Intercat case.

The attorneys of Applicant who rendered professional services in this case during the Fee Period are:

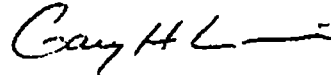
Name of Professional Person	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$435.00	13.35	\$5,807.25
David R. Bailey	Partner	1990	IP Litigation	\$360.00	9.60	\$3,456.00
Chad E. Ziegler	Associate	1998	IP Litigation	\$265.00	0.80	\$212.00
Frank T. Carroll	Associate	1998	IP Litigation	\$250.00	0.80	\$200.00
Karen M. Whitney	Associate	2001	IP Litigation	\$190.00	9.20	\$1,748.00

Total Fees: \$11,423.25

Blended Rate: \$338.47

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of \$11,423.25 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$9,138.60) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$184.10); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



Dated: March 10, 2003

Gary H. Levin
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., *et al.*,²)
) Case No. 01-01139 (JKF)
) (Jointly Administered)
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Debtors)
Objection Deadline: May 29, 2003 at 4:00 p.m.
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FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM JANUARY 1, 2003 THROUGH JANUARY 31, 2003

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Intercat v. Nol-Tec
 Civil Action No.: 2:02CV408JM
 United States District Court
 Northern District of Indiana

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
01/02/03	KMW	Telephonic conference w/John Sorial and Al Jordan, DRB, FTC.	1.05
01/02/03	FTC	Held telecon with John Sorial and Al Jordan of Grace to obtaining additional details concerning operation of the Nol-Tec white, blue, and shot-pot loaders; further considered the claim scope USP 5,389,236 in relation to the Nol-Tec white, blue, and shot-pot catalyst loaders in light of the additional information provided by Mr. Sorial and Mr. Jordan.	0.80
01/02/03	DRB	Telephone conference with Grace employees regarding operation of NolTec loaders	1.00
01/03/03	GHL	Telephone conference with Mr. Maggio, representatives of Grace, and counsel for Nol-Tec, to review operation of Nol-Tec loaders and instructions provided for general operation, and advice provided on infringement issues and Intercat's allegations of infringement;	2.00
01/03/03	GHL	Review of Intercat patent and specifications for operation of Nol-Tec loaders in preparation for discussion of same with Mr. Maggio	1.50
01/03/03	DRB	Preparation for and attendance to telephone conference with Robert Maggio, Esq. to provide advice as to the noninfringement of the NolTec loaders and shot pot loaders in view of Intercat patent claims and invalidity of claims pursuant to Section 112	1.90
01/04/03	DRB	Drafting sales disclaimer for Mr. Maggio's review; drafting questions for Mr. Jordon; verification of Mr. Maggio's description of loader operation	1.00
01/06/03	GHL	Further telephone conference with Mr. Maggio, representatives of Grace, and representatives and counsel for Nol-Tec to review operation of Nol-Tec loaders, and advice provided regarding approach to customer inquiries about pending lawsuit and requests for indemnification; development of questions to be addressed to Whiting refinery regarding their operation/use of the Nol-Tec loader, and development of questions to be asked of refineries requesting indemnification	1.50
01/06/03	GHL	Review of Nol-Tec's motion for change of venue and Intecat's opposition thereto, review of Grace's application to bankruptcy court, as referenced in Intercat's opposition.	0.80
01/06/03	DRB	Telephone conference call with Robert Maggio, Esq., and Grace engineers regarding operation of NolTec and shot pot loaders and conveying advice regarding noninfringement and invalidity of Intercat claims	1.50

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01/07/03	GHL	Further preparation of questions to be addressed to Whiting refinery regarding their operation/use of the Nol-Tec loader and drafting of questions to be asked of refineries requesting indemnification;	0.70
01/07/03	DRB	Preparation of indemnity clause and list of questions for refineries to verify various claim limitations are never met	1.00
01/08/03	DRB	Preparation of retrieving question and forwarding questions and draft indemnity claims to Robert Maggio, Esq.	0.70
01/14/03	GHL	Fee Applications, Applicant - review of Bankruptcy Court's Administrative Order of April 2002 regarding Procedures for Interim Compensation and Reimbursement for Professionals, telephone conference with Grace counsel regarding same, and attendance to setting up internal procedures for complying with same;	0.80
01/14/03	GHL	Review correspondence from Intercat counsel regarding proposed service of subpoena on Grace for discovery related to Nol-Tec's pending motion for transfer; confer with Mr., Maggio regarding same; telephone conference with Intercat counsel regarding possible resolution to venue issues and seeking assent to Grace's proposed intervention in this matter	0.40
01/15/03	KMW	Legal research and analysis regarding motion to intervene	0.50
01/15/03	GHL	Further telephone conference with Intercat counsel regarding Intercat's non-objection to Grace's proposed intervention and possible stipulation regarding pending motion to transfer;	0.15
01/15/03	GHL	Initial review of case law and outlining of motion to intervene;	0.50
01/17/03	GHL	Telephone conference with Mr. Maggio and review of Mr. Maggio's proposed responses to questions raised in bankruptcy proceedings relating to Grace's business justification for seeking approval to intervene in the Nol-Tec/Intercat suit;	0.30
01/17/03	GHL	Telephone conference with Nol-Tec counsel regarding Intercat's possible stipulation to Grace's intervention in this action and possible stipulated resolution of Nol-Tec's pending venue motion	0.20
01/17/03	GHL	Telephone conference with Mr. Maggio regarding Intercat's possible stipulation to Grace's intervention in this action and possible stipulated resolution of Nol-Tec's pending venue motion	0.20
01/17/03	CEZ	Review of case law regarding permissive intervention.	0.80
01/20/03	KMW	Continued legal research and analysis of intervention case law.	1.90
01/21/03	GHL	Telephone conference with Messrs. Sorial and Jordan and Mr. Maggio of Grace regarding information received from Whiting refinery relating to refinery's operation of the accused Nol-Tec loader and its contacts with Intercat, and discussion of non-infringement issue in view of same	2.00

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01/21/03	GHL	Further telephone conference with Nol-Tec counsel regarding venue issues and Nol-Tec's pending motion to transfer, and position to be taken at scheduled pre-trial conference regarding Grace's proposed intervention.	0.20
01/21/03	DRB	Telephone conference with Grace's loaders sales force regarding Nol Tec loader use in industry; advice regarding summary judgment positions and motion to intervene	1.80
01/21/03	DRB	Advice to Robert Maggio, Esq. regarding noninfringement based on information regarding use of loaders by refineries	0.20
01/21/03	GHL	Further telephone conference with InterCat counsel regarding pending venue issues and proposed agreement resolving same;	0.10
01/24/03	GHL	Further telephone conference with Nol-Tec counsel regarding venue issues and defense of case;	0.25
01/24/03	GHL	Review of subpoena served on Grace by InterCat relating to jurisdiction and forum issues, and telephone conference with Mr. Maggio regarding same;	0.40
01/24/03	GHL	Review of information received from Mr. Sorial regarding use of Nol-Tec loaders;	0.20
01/29/03	KMW	Fact gathering regarding Grace's technical services.	0.65
01/30/03	GHL	Telephone conference with Mr. Maggio regarding response to be made to subpoena served by InterCat;	0.20
01/30/03	GHL	Telephone conference with Nol-Tec counsel regarding status conference held with magistrate;	0.20
01/30/03	KMW	Continued fact gathering of Grace's technical services.	5.10
01/31/03	GHL	Telephone conference with InterCat counsel negotiating response to subpoena and proposed intervention by Grace;	0.25
01/31/03	GHL	Telephone conference with Mr. Jordan regarding information to be supplied in response to the subpoena, and preparing response;	0.50
01/31/03	DRB	Coordination of materials for opinion of counsel regarding InterCat patent	0.50

SERVICES

\$

11,423.25

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GHL	GARY H. LEVIN	13.35	hours at \$	435.00
DRB	DAVID R. BAILEY	9.60	hours at \$	360.00
CEZ	CHAD E. ZIEGLER	0.80	hours at \$	265.00
FTC	FRANK T. CARROLL	0.80	hours at \$	250.00
KMW	KAREN MILLANE WHITNEY	9.20	hours at \$	190.00
SERVICE TOTAL				\$ 11,423.25
DISBURSEMENTS:				
POSTAGE & DELIVERY				0.37
TELEFAX, TELEPHONE				120.03
PHOTOCOPYING (Standard Copies)				63.70
DISBURSEMENT TOTAL				\$ 184.10